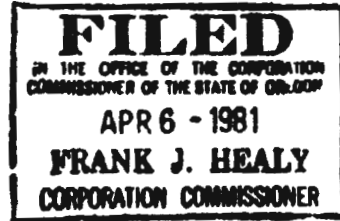


EXHIBIT E

FILE NO. 151874-12

ARTICLES OF INCORPORATION
OF
SEA SHEPHERD CONSERVATION SOCIETY



The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE 1

NAME: The name of this corporation is SEA SHEPHERD CONSERVATION SOCIETY and its duration shall be perpetual.

ARTICLE 2

PURPOSES: The purposes for which the corporation is organized are:

- 2.1 To promote awareness of environmental problems, alternatives and solutions among the people of the United States and the World.
- 2.2 To educate the general public as to the importance of ecological stability and sound environmental management.
- 2.3 To research, develop and promote innovative environmentally sound alternatives to industries and institutions.
- 2.4 To provide funding for scientific research in the fields of ecology, applied anthropology, environmental planning, agriculture, aquaculture and urban engineering and to provide funding for scholarships to the general public for study in those same fields.
- 2.5 To initiate action to oppose industrial and/or institutional development projects which endanger or threaten the health and welfare of human populations.
- 2.6 To initiate action on behalf of endangered or threatened species of flora and fauna when necessary to insure continued survival.
- 2.7 To initiate action to prevent the misuse of natural habitat if such misuse demonstrates evidence of potential ecological damage.
- 2.8 To foster cooperation among Nations to protect ecosystems in accordance with the common heritage principle and to provide guidance in the formulation and enactment of international law designed to protect the environment within the tenets of the common heritage principle.

SEA SHEPHERD CONSERVATION SOCIE



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- 2.9 To do everything incidental and necessary to promote and attain the foregoing objects throughout the United States and the World.
- 2.10 To engage in any lawful activities, none of which is for profit, for which corporations may be organized under ORS Chapter 61. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent permitted under ORS Chapter 61.
- 2.11 This corporation is organized exclusively for charitable, scientific, literary and/or educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.
- 2.12 Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in, any political campaign on behalf of any candidate for public office.

ARTICLE 3

MEMBERSHIP: The corporation shall have members divided into one or more classes as stated in the Bylaws. The members shall have voting rights as stated in the Bylaws.

ARTICLE 4

DIRECTORS: The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The manner in which directors are selected and the length of their term of office shall be in accordance with the Bylaws. The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve until the first annual meeting or until their successors are elected and shall qualify are:

Margaret A. Downey	7460 SW Canyon Drive Portland, Oregon 97228
Paul Watson	P.O. Box 48446 Vancouver, British Columbia, Canada VX71A2
David Smith	7460 SW Canyon Drive Portland, Oregon 97228

ARTICLE 5

BYLAWS: The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation.

ARTICLE 6

AMENDMENTS OF ARTICLES OF INCORPORATION: The corporation reserves the right to amend or repeal, by the affirmative vote of a majority of its Board of Directors entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the members of this corporation are granted subject to this reservation.

ARTICLE 7

DISTRIBUTION OR DISSOLUTION OR LIQUIDATION: In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Courts of the State Oregon, as then provided by law, exclusively for purposes within those allowed under Article 2 herein and within the intentment of section 501 (c)(3) of the Internal Revenue Code of 1954 and the regulations thereunder as they exist at that time.

ARTICLE 8

REGISTERED AGENT/OFFICE: The address of the initial registered office of the corporation is 1030 SW Taylor, Portland, Oregon 97205, and the name of its registered agent at such address is James Coon.

ARTICLE 9

INCORPORATOR: The name and address of the incorporator is

Kent V. Snyder
6477 SW Parkhill Way
Portland, Oregon 97201

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.


KENT V. SNYDER

Dated this 20 day of March, 1981.

SEP 3 1984

INSTRUCTIONS - See Reverse Side

FILE NUMBER NP-151874

1. CHANGE OF REGISTERED AGENT AND OFFICE

(EXACT NAME OF CORPORATION)

by resolution adopted by its Board of Directors has:

A. Changed its Registered Agent to _____;

B. Changed its Registered Office to _____
(Street Address)

*(P.O. Box) (City) (State) (Zip Code)

I, the undersigned officer, declare under penalty of perjury that I have examined the foregoing statement and, to the best of my knowledge and belief, it is true, correct and complete.

(Date) (Signature of Officer) (Title)

II. CHANGE OF REGISTERED OFFICE ADDRESS ONLY

SEA SHEPHERD CONSERVATION SOCIETY

(NAME OF CORPORATION)

The Registered Office address has been changed to:

5441 S.W. Macadam Avenue, Suite 300

(Street address) *(P.O. Box)

Portland, Oregon 97201

(City) (State) (Zip)

A copy of the statement has been mailed to the corporation.

I, the undersigned Registered Agent, declare under penalty of perjury that I have examined the foregoing statement and, to the best of my knowledge and belief, it is true, correct and complete.

8/7/84

(Date)

(Signature of Registered Agent)

Attorney

(Title)

James S. Coon